

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known)

Chapter 11

Check if this an  
amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Second Phoenix Holding LLC

2. All other names debtor  
used in the last 8 years

Include any assumed  
names, trade names and  
doing business as names

3. Debtor's federal  
Employer Identification  
Number (EIN) 47-3085059

4. Debtor's address Principal place of business

216 East 125th Street  
New York, NY 10035

Number, Street, City, State & ZIP Code

New York  
County

Mailing address, if different from principal place of  
business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal  
place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

\_\_\_\_\_

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
 Partnership (excluding LLP)  
 Other. Specify: \_\_\_\_\_

## 7. Describe debtor's business

## A. Check one:

Health Care Business (as defined in 11 U.S.C. § 101(27A))  
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
 Railroad (as defined in 11 U.S.C. § 101(44))  
 Stockbroker (as defined in 11 U.S.C. § 101(53A))  
 Commodity Broker (as defined in 11 U.S.C. § 101(6))  
 Clearing Bank (as defined in 11 U.S.C. § 781(3))  
 None of the above

## B. Check all that apply

Tax-exempt entity (as described in 26 U.S.C. §501)  
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)  
 Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

## C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5313

## 8. Under which chapter of the Bankruptcy Code is the debtor filing?

## Check one:

Chapter 7  
 Chapter 9  
 Chapter 11. Check all that apply:

Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).  
 The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
 A plan is being filed with this petition.  
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

## 9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

 No. Yes.

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

## 10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

 No Yes.

List all cases. If more than 1, attach a separate list

Debtor See Attachment Relationship \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_ Case number, if known \_\_\_\_\_

**11. Why is the case filed in this district?** *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?**

Number, Street, City, State &amp; ZIP Code \_\_\_\_\_

**Is the property insured?**

No

Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds** *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**

|  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99           | <input type="checkbox"/> 5001-10,000   | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199         | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999         |  |  |

**15. Estimated Assets**

|  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000          | <input type="checkbox"/> \$1,000,001 - \$10 million             | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000    | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000   | <input type="checkbox"/> \$50,000,001 - \$100 million           | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million          | <input type="checkbox"/> More than \$50 billion          |

**16. Estimated liabilities**

|  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000          | <input type="checkbox"/> \$1,000,001 - \$10 million             | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000    | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000   | <input type="checkbox"/> \$50,000,001 - \$100 million           | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million          | <input type="checkbox"/> More than \$50 billion          |

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 3, 2018

MM / DD / YYYY

**X /s/ Evan Blum**

Signature of authorized representative of debtor

**Evan Blum**

Printed name

Title Sole Managing Member

**18. Signature of attorney**

**X /s/ Marc Stuart Goldberg**

Signature of attorney for debtor

Date January 3, 2018

MM / DD / YYYY

**Marc Stuart Goldberg**

Printed name

**Marc Stuart Goldberg, LLC**

Firm name

**670 White Plains Road**

**Suite 121**

**Scarsdale, NY 10583**

Number, Street, City, State & ZIP Code

Contact phone 914.725.8200

Email address mgoldberg@msglegal.com

**MG 3793**

Bar number and State

Debtor

Second Phoenix Holding LLC

Name

Case number (if known)

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known)

Chapter 11 Check if this an amended filing**FORM 201. VOLUNTARY PETITION****Pending Bankruptcy Cases Attachment**

|          |  |                     |                       |
|----------|--|---------------------|-----------------------|
| Debtor   | <b>Harlem Phoenix Realty Corporation</b> | Relationship to you | <b>Affiliate</b>      |
| District | <b>SDNY</b>                              | When <u>1/03/18</u> | Case number, if known |
| Debtor   | <b>Kshel Realty Corp.</b>                | Relationship to you | <b>Affiliate</b>      |
| District | <b>SDNY</b>                              | When <u>1/03/18</u> | Case number, if known |

Fill in this information to identify the case:

Debtor name Second Phoenix Holding LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) \_\_\_\_\_

Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 3, 2018

X /s/ Evan Blum

Signature of individual signing on behalf of debtor

Evan Blum

Printed name

Sole Managing Member

Position or relationship to debtor

Fill in this information to identify the case:

|   |                                      |
|---|--------------------------------------|
| Debtor name                             | <b>Second Phoenix Holding LLC</b>    |
| United States Bankruptcy Court for the: | <b>SOUTHERN DISTRICT OF NEW YORK</b> |
| Case number (if known):                 | _____                                |

Check if this is an  
amended filing

## Official Form 204

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code         | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim                   |   |                 |
|---|--|---|--|-----------------------------------|---|-----------------|
|   |  |   |  | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Michael L. Shanker, Esq.<br>101 Front Street<br>Mineola, NY<br>11501-4402 |  |   | Contingent<br>Unliquidated                                 |                                   |   | \$5,000.00      |
| NYC Department of Buildings<br>66 John Street<br>New York, NY 10038       |  | Building Violations, 14 Second Avenue   | Disputed   |                                   |   | \$50,000.00     |
| NYC Department of Finance<br>66 John Street<br>New York, NY 10038         |  | Real Estate Taxes, 214-216 125th Street   |  |                                   |   | \$30,757.86     |
| NYC Department of Finance<br>66 John Street<br>New York, NY 10038         |  | Real Estate Taxes, 14 Second Avenue   |  |                                   |   | \$25,418.24     |
| NYC Department of Finance<br>66 John Street<br>New York, NY 10038         |  | Real Estate Taxes, 212 East 125th Street  |  |                                   |   | \$17,861.98     |

Fill in this information to identify the case:

Debtor name **Second Phoenix Holding LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) \_\_\_\_\_

 Check if this is an amended filing**Official Form 206Sum  
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

|   |                         |
|---|-------------------------|
| 1a. <b>Real property:</b><br>Copy line 88 from <i>Schedule A/B</i> .....            | \$ <b>21,900,000.00</b> |
| 1b. <b>Total personal property:</b><br>Copy line 91A from <i>Schedule A/B</i> ..... | \$ <b>26,697.60</b>     |
| 1c. <b>Total of all property:</b><br>Copy line 92 from <i>Schedule A/B</i> .....    | \$ <b>21,926,697.60</b> |

**Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **12,786,374.46****3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

|  |                       |
|--|-----------------------|
| 3a. <b>Total claim amounts of priority unsecured claims:</b><br>Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i> .....                                  | \$ <b>0.00</b>        |
| 3b. <b>Total amount of claims of nonpriority amount of unsecured claims:</b><br>Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i> ..... | +\$ <b>129,038.08</b> |

**4. Total liabilities** .....  
Lines 2 + 3a + 3b\$ **12,915,412.54**

Fill in this information to identify the case:

Debtor name **Second Phoenix Holding LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) \_\_\_\_\_

 Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents****1. Does the debtor have any cash or cash equivalents?** No. Go to Part 2. Yes Fill in the information below.**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm) Type of account

Last 4 digits of account number

3.1. Bank of America Checking 6943 \$1,717.83**4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$1,717.83**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?** No. Go to Part 3. Yes Fill in the information below.**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

7.1. Carry Reserve \$24,979.77**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$24,979.77

Debtor Second Phoenix Holding LLC \_\_\_\_\_ Case number (*If known*) \_\_\_\_\_  
Name \_\_\_\_\_

**Part 3: Accounts receivable**

10. Does the debtor have any accounts receivable?

No. Go to Part 4.  
 Yes Fill in the information below.

**Part 4: Investments**

13. Does the debtor own any investments?

No. Go to Part 5.  
 Yes Fill in the information below.

**Part 5: Inventory, excluding agriculture assets**

18. Does the debtor own any inventory (excluding agriculture assets)?

No. Go to Part 6.  
 Yes Fill in the information below.

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

No. Go to Part 7.  
 Yes Fill in the information below.

**Part 7: Office furniture, fixtures, and equipment; and collectibles**

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

No. Go to Part 8.  
 Yes Fill in the information below.

**Part 8: Machinery, equipment, and vehicles**

46. Does the debtor own or lease any machinery, equipment, or vehicles?

No. Go to Part 9.  
 Yes Fill in the information below.

**Part 9: Real property**

54. Does the debtor own or lease any real property?

No. Go to Part 10.  
 Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

| Description and location of property<br>Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available.) | Nature and extent of debtor's interest in property | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|---|---|------------------------------------|
|  |  |   |   |                                    |

|        |   |                                 |
|--------|---|---------------------------------|
| Debtor | <b>Second Phoenix Holding LLC</b><br>Name   | Case number ( <i>If known</i> ) |
| 55.1.  | <b>212 East 125th Street,<br/>New York, NY 10035<br/>214-216 East 125th<br/>Street, New York, NY<br/>10035<br/>14 Second Avenue,<br/>New York, NY 10003</b> |                                 |
|        | <b>Fee simple</b>   | <b>\$21,900,000.00</b>          |
|        | <b>Appraisal</b>  | <b>\$21,900,000.00</b>          |

56. **Total of Part 9.** **\$21,900,000.00**  
 Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.  
 Copy the total to line 88.

57. **Is a depreciation schedule available for any of the property listed in Part 9?**  
 No  
 Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**  
 No  
 Yes

**Part 10: Intangibles and intellectual property**

59. **Does the debtor have any interests in intangibles or intellectual property?**

No. Go to Part 11.  
 Yes Fill in the information below.

**Part 11: All other assets**

70. **Does the debtor own any other assets that have not yet been reported on this form?**  
 Include all interests in executory contracts and unexpired leases not previously reported on this form.

No. Go to Part 12.  
 Yes Fill in the information below.

Current value of  
debtor's interest

71. **Notes receivable**  
 Description (include name of obligor)

72. **Tax refunds and unused net operating losses (NOLs)**  
 Description (for example, federal, state, local)

73. **Interests in insurance policies or annuities**

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

**Claim against The City of New York**

**Unknown**

|                         |   |
|-------------------------|---|
| <b>Nature of claim</b>  | <b>Improper taking of property rights</b> |
| <b>Amount requested</b> | <b>\$0.00</b>                             |

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

Debtor Second Phoenix Holding LLC  
Name \_\_\_\_\_

Case number (*If known*) \_\_\_\_\_

| <b>Counterclaim and/or offset against SKW EAST VH LLC</b> |  | <b>Unknown</b> |
|---|--|----------------|
| <b>Nature of claim</b>                                    | <b>Unconscionable business practices and fraud</b> |                |
| <b>Amount requested</b>                                   | <b>\$0.00</b>                                      |                |

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples:* Season tickets, country club membership

78. **Total of Part 11.** \_\_\_\_\_ **\$0.00**  
Add lines 71 through 77. Copy the total to line 90.

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

No  
 Yes

Debtor Second Phoenix Holding LLC  
NameCase number (*If known*) \_\_\_\_\_Part 12: **Summary**

In Part 12 copy all of the totals from the earlier parts of the form

| Type of property   | Current value of personal property | Current value of real property |
|--|------------------------------------|--------------------------------|
| 80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1</i>                  | <u>\$1,717.83</u>                  |                                |
| 81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>                                     | <u>\$24,979.77</u>                 |                                |
| 82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>   | <u>\$0.00</u>                      |                                |
| 83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>   | <u>\$0.00</u>                      |                                |
| 84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>   | <u>\$0.00</u>                      |                                |
| 85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>                          | <u>\$0.00</u>                      |                                |
| 86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i> | <u>\$0.00</u>                      |                                |
| 87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>                          | <u>\$0.00</u>                      |                                |
| 88. <b>Real property.</b> <i>Copy line 56, Part 9.....&gt;</i>                                       |                                    | <u>\$21,900,000.00</u>         |
| 89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>                      | <u>\$0.00</u>                      |                                |
| 90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>   | <u>\$0.00</u>                      |                                |
| 91. <b>Total.</b> Add lines 80 through 90 for each column  | <u>\$26,697.60</u>                 | + 91b. <u>\$21,900,000.00</u>  |
| 92. <b>Total of all property on Schedule A/B.</b> Add lines 91a+91b=92                               |                                    | <u>\$21,926,697.60</u>         |

Fill in this information to identify the case:

Debtor name **Second Phoenix Holding LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) \_\_\_\_\_

 Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

## 1. Do any creditors have claims secured by debtor's property?

No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.

Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims**

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

|     |   | Column A<br>Amount of claim  | Column B<br>Value of collateral<br>that supports this<br>claim |
|-----|---|--|--|
| 2.1 | <b>SKW EAST VH LLC</b><br>Creditor's Name<br><br><b>134 West 25th Street</b><br><b>5th Floor</b><br><b>New York, NY 10001</b><br>Creditor's mailing address<br><br><b>DWRUBLIN@DALANMANAGEMENT.COM</b><br>Creditor's email address, if known<br><br><b>Date debt was incurred</b><br><b>March 14, 2016</b><br>Last 4 digits of account number<br><br><b>Do multiple creditors have an interest in the same property?</b><br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. | Describe debtor's property that is subject to a lien<br><b>212 East 125th Street, New York, NY 10035</b><br><b>214-216 East 125th Street, New York, NY 10035</b><br><b>14 Second Avenue, New York, NY 10003</b><br><br>Describe the lien<br><b>Non-Purchase Money Security</b><br>Is the creditor an insider or related party?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes<br>Is anyone else liable on this claim?<br><input type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H)<br><br>As of the petition filing date, the claim is:<br>Check all that apply<br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed | <b>\$12,759,676.86</b><br><b>\$21,900,000.00</b>               |
| 2.2 | <b>SKW EAST VH LLC</b><br>Creditor's Name<br><br><b>134 West 25th Street</b><br><b>5th Floor</b><br><b>New York, NY 10001</b><br>Creditor's mailing address<br><br><b>DWRUBLIN@DALANMANAGEMENT.COM</b><br>Creditor's email address, if known<br><br><b>Date debt was incurred</b><br><b>March 14, 2016</b><br>Last 4 digits of account number<br><br><b>Do multiple creditors have an interest in the same property?</b><br><input type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. | Describe debtor's property that is subject to a lien<br><b>Bank of America - Checking - Acct# 6943</b><br><br>Describe the lien<br><b>Non-Purchase Money Security</b><br>Is the creditor an insider or related party?<br><input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes<br>Is anyone else liable on this claim?<br><input type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H)<br><br>As of the petition filing date, the claim is:<br>Check all that apply  | <b>\$1,717.83</b><br><b>\$1,717.83</b>                         |

|   |                                   |                        |
|---|-----------------------------------|------------------------|
| Debtor  | <b>Second Phoenix Holding LLC</b> | Case number (if known) |
| Name  |                                   |                        |
| <input checked="" type="checkbox"/> No <input type="checkbox"/> Contingent  |                                   |                        |
| <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. <input type="checkbox"/> Unliquidated |                                   |                        |
| <input type="checkbox"/> Disputed   |                                   |                        |

---

|   |                        |  |                    |                    |
|---|------------------------|--|--------------------|--------------------|
| 2.3   | <b>SKW EAST VH LLC</b> | Describe debtor's property that is subject to a lien | <b>\$24,979.77</b> | <b>\$24,979.77</b> |
| Creditor's Name<br><b>134 West 25th Street<br/>5th Floor<br/>New York, NY 10001</b>                     |                        |  |                    |                    |
| Creditor's mailing address  |                        |  |                    |                    |
| DWRUBLIN@DALANMANAGEMENT.COM  |                        |  |                    |                    |
| Creditor's email address, if known  |                        |  |                    |                    |
| Date debt was incurred<br><b>March 14, 2016</b>   |                        |  |                    |                    |
| Last 4 digits of account number   |                        |  |                    |                    |
| Do multiple creditors have an interest in the same property?  |                        |  |                    |                    |
| <input checked="" type="checkbox"/> No  |                        |  |                    |                    |
| <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority. |                        |  |                    |                    |
| Describe the lien<br><b>Non-Purchase Money Security</b>   |                        |  |                    |                    |
| Is the creditor an insider or related party?  |                        |  |                    |                    |
| <input checked="" type="checkbox"/> No  |                        |  |                    |                    |
| <input type="checkbox"/> Yes  |                        |  |                    |                    |
| Is anyone else liable on this claim?  |                        |  |                    |                    |
| <input type="checkbox"/> No   |                        |  |                    |                    |
| <input checked="" type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H)            |                        |  |                    |                    |
| As of the petition filing date, the claim is:<br>Check all that apply                                   |                        |  |                    |                    |
| <input type="checkbox"/> Contingent   |                        |  |                    |                    |
| <input type="checkbox"/> Unliquidated   |                        |  |                    |                    |
| <input checked="" type="checkbox"/> Disputed  |                        |  |                    |                    |

---

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

**\$12,786,374.**  
**46**

#### Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

**Moritt Hock & Hamroff LLP  
400 Garden City Plaza  
Garden City, NY 11530**

Line 2.1

**Moritt Hock & Hamroff LLP  
400 Garden City Plaza  
Garden City, NY 11530**

Line 2.2

**Moritt Hock & Hamroff LLP  
400 Garden City Plaza  
Garden City, NY 11530**

Line 2.3

**Unilite Insurance  
A Division of HUB International  
Woodbury, NY 11797**

Line  

**9739**

Fill in this information to identify the case:

Debtor name **Second Phoenix Holding LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) \_\_\_\_\_

 Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1: List All Creditors with PRIORITY Unsecured Claims**

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

No. Go to Part 2.  
 Yes. Go to line 2.

**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

|     |  | Amount of claim   |
|-----|--|---|
| 3.1 | Nonpriority creditor's name and mailing address<br><b>Michael L. Shanker, Esq.<br/>101 Front Street<br/>Mineola, NY 11501-4402</b><br>Date(s) debt was incurred <u>December, 2017</u><br>Last 4 digits of account number _____ | <b>\$5,000.00</b><br>As of the petition filing date, the claim is: <i>Check all that apply.</i><br><input checked="" type="checkbox"/> Contingent<br><input checked="" type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed<br><br><i>Basis for the claim:</i> <u>Building Violations, 14 Second Avenue</u><br>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.2 | Nonpriority creditor's name and mailing address<br><b>NYC Department of Buildings<br/>66 John Street<br/>New York, NY 10038</b><br>Date(s) debt was incurred _____<br>Last 4 digits of account number _____                    | <b>\$50,000.00</b><br>As of the petition filing date, the claim is: <i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input checked="" type="checkbox"/> Disputed<br><br><i>Basis for the claim:</i> <u>Building Violations, 14 Second Avenue</u><br>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes           |
| 3.3 | Nonpriority creditor's name and mailing address<br><b>NYC Department of Finance<br/>66 John Street<br/>New York, NY 10038</b><br>Date(s) debt was incurred _____<br>Last 4 digits of account number _____                      | <b>\$25,418.24</b><br>As of the petition filing date, the claim is: <i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed<br><br><i>Basis for the claim:</i> <u>Real Estate Taxes, 14 Second Avenue</u><br>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes                        |
| 3.4 | Nonpriority creditor's name and mailing address<br><b>NYC Department of Finance<br/>66 John Street<br/>New York, NY 10038</b><br>Date(s) debt was incurred _____<br>Last 4 digits of account number _____                      | <b>\$17,861.98</b><br>As of the petition filing date, the claim is: <i>Check all that apply.</i><br><input type="checkbox"/> Contingent<br><input type="checkbox"/> Unliquidated<br><input type="checkbox"/> Disputed<br><br><i>Basis for the claim:</i> <u>Real Estate Taxes, 212 East 125th Street</u><br>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes                   |

|        |   |   |                    |
|--------|---|---|--------------------|
| Debtor | <b>Second Phoenix Holding LLC</b>   | Case number (if known)  |                    |
|        | Name  |   |                    |
| 3.5    | Nonpriority creditor's name and mailing address<br><b>NYC Department of Finance</b><br><b>66 John Street</b><br><b>New York, NY 10038</b> | As of the petition filing date, the claim is: <i>Check all that apply.</i>                          |                    |
|        |   | <input type="checkbox"/> Contingent   | <b>\$30,757.86</b> |
|        |   | <input type="checkbox"/> Unliquidated   |                    |
|        |   | <input type="checkbox"/> Disputed   |                    |
|        | Date(s) debt was incurred _   | Basis for the claim: <b>Real Estate Taxes, 214-216 125th Street</b>                                 |                    |
|        | Last 4 digits of account number _   | Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |                    |

**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

|                          |  |   |
|--------------------------|--|---|
| Name and mailing address | On which line in Part 1 or Part 2 is the related creditor (if any) listed? | Last 4 digits of account number, if any |
|--------------------------|--|---|

**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1  
5b. Total claims from Part 2

5c. Total of Parts 1 and 2  
Lines 5a + 5b = 5c.

| Total of claim amounts |    |                      |
|------------------------|----|----------------------|
| 5a.                    | \$ | <b>0.00</b>          |
| 5b.                    | +  | \$ <b>129,038.08</b> |
| 5c.                    | \$ | <b>129,038.08</b>    |

Fill in this information to identify the case:

Debtor name **Second Phoenix Holding LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) \_\_\_\_\_

Check if this is an  
amended filing

## Official Form 206G

### Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

#### 2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest

Lease for the entire premises located at 216 East 125th Street, New York, NY 10035  
3 1/2 months

State the term remaining

List the contract number of any government contract

Brown Meadow, Inc  
216 East 125th Street  
New York, NY 10035

Fill in this information to identify the case:

Debtor name **Second Phoenix Holding LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) \_\_\_\_\_

 Check if this is an amended filing

## Official Form 206H

### Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

#### 1. Do you have any codebtors?

No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.  
 Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, **Schedules D-G**. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

|     | Name                           | Mailing Address                             | Name            | Check all schedules that apply:  |
|-----|--------------------------------|---|-----------------|--|
| 2.1 | Harlem Phoenix Realty Corporat | 216 East 125th Street<br>New York, NY 10035 | SKW EAST VH LLC | <input checked="" type="checkbox"/> D <u>2.1</u><br><input type="checkbox"/> E/F _____<br><input type="checkbox"/> G _____ |
| 2.2 | Harlem Phoenix Realty Corporat | 216 East 125th Street<br>New York, NY 10035 | SKW EAST VH LLC | <input checked="" type="checkbox"/> D <u>2.2</u><br><input type="checkbox"/> E/F _____<br><input type="checkbox"/> G _____ |
| 2.3 | Harlem Phoenix Realty Corporat | 216 East 125th Street<br>New York, NY 10035 | SKW EAST VH LLC | <input checked="" type="checkbox"/> D <u>2.3</u><br><input type="checkbox"/> E/F _____<br><input type="checkbox"/> G _____ |
| 2.4 | Kshel Realty Corp.             | 216 East 125th Street<br>New York, NY 10035 | SKW EAST VH LLC | <input checked="" type="checkbox"/> D <u>2.1</u><br><input type="checkbox"/> E/F _____<br><input type="checkbox"/> G _____ |
| 2.5 | Kshel Realty Corp.             | 216 East 125th Street<br>New York, NY 10035 | SKW EAST VH LLC | <input checked="" type="checkbox"/> D <u>2.2</u><br><input type="checkbox"/> E/F _____<br><input type="checkbox"/> G _____ |

Debtor

**Second Phoenix Holding LLC**

Case number (if known)

**Additional Page to List More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

|     |                           |   |  |  |
|-----|---------------------------|---|--|--|
| 2.6 | <b>Kshel Realty Corp.</b> | <b>216 East 125th Street<br/>New York, NY 10035</b> | <b>NYC Department of<br/>Buildings</b> | <input type="checkbox"/> D _____<br><input checked="" type="checkbox"/> E/F <b>3.2</b><br><input type="checkbox"/> G _____ |
| 2.7 | <b>Kshel Realty Corp.</b> | <b>216 East 125th Street<br/>New York, NY 10035</b> | <b>SKW EAST VH LLC</b>                 | <input checked="" type="checkbox"/> D <b>2.3</b><br><input type="checkbox"/> E/F _____<br><input type="checkbox"/> G _____ |

United States Bankruptcy Court  
Southern District of New York

In re Second Phoenix Holding LLC

Debtor(s)

Case No.

Chapter

11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

|   |                    |
|---|--------------------|
| For legal services, I have agreed to accept .....           | \$ <u>5,000.00</u> |
| Prior to the filing of this statement I have received ..... | \$ <u>5,000.00</u> |
| Balance Due .....   | \$ <u>0.00</u>     |

2. The source of the compensation paid to me was:

Debtor  Other (specify): **Brown Meadow, Inc., d/b/a/ Irreplaceable Artifacts**

3. The source of compensation to be paid to me is:

Debtor  Other (specify):

4.  I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- [Other provisions as needed]

**Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.**

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.**

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

January 3, 2018

Date

/s/ Marc Stuart Goldberg

**Marc Stuart Goldberg**

*Signature of Attorney*

**Marc Stuart Goldberg, LLC**

**670 White Plains Road**

**Suite 121**

**Scarsdale, NY 10583**

**914.725.8200 Fax: 914.725.7724**

**mgoldberg@msglegal.com**

*Name of law firm*

United States Bankruptcy Court  
Southern District of New York

In re Second Phoenix Holding LLC

Debtor(s)

Case No.  
Chapter

11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

| Name and last known address or place of business of holder                             | Security Class | Number of Securities                    | Kind of Interest  |
|--|----------------|---|-------------------|
| <b>Harlem Phoenix Realty Corporat<br/>216 East 125th Street<br/>New York, NY 10035</b> | <b>Common</b>  | <b>47.58% of issued and outstanding</b> | <b>Membership</b> |
| <b>Kshel Realty Corp.<br/>216 East 125th Street<br/>New York, NY 10035</b>             | <b>Common</b>  | <b>52.42% of issued and outstanding</b> | <b>Membership</b> |

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **Sole Managing Member** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date January 3, 2018

Signature /s/ Evan Blum  
Evan Blum

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
Southern District of New York**

In re Second Phoenix Holding LLC

Debtor(s)

Case No.

Chapter 11

**VERIFICATION OF CREDITOR MATRIX**

I, the Sole Managing Member of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: January 3, 2018

/s/ Evan Blum

**Evan Blum/Sole Managing Member**  
Signer>Title

BROWN MEADOW, INC  
216 EAST 125TH STREET  
NEW YORK, NY 10035

CENTRALIZED INSOLVENCY OPERATI  
PO BOX 7346  
PHILADELPHIA, PA 19101-7346

HARLEM PHOENIX REALTY CORPORAT  
216 EAST 125TH STREET  
NEW YORK, NY 10035

KSHEL REALTY CORP.  
216 EAST 125TH STREET  
NEW YORK, NY 10035

MICHAEL L. SHANKER, ESQ.  
101 FRONT STREET  
MINEOLA, NY 11501-4402

MORITT HOCK & HAMROFF LLP  
400 GARDEN CITY PLAZA  
GARDEN CITY, NY 11530

NEW YORK STATE DEPT OF TAXATIO  
BANKRUPTCY SECTION  
PO BOX 5300  
ALBANY, NY 12205-0300

NORTHFIELD INSURANCE COMPANY  
C/O SCOTTISH AMERICAN INSURANC  
2 TELEPORT DRIVE CORP. COM. 2  
STATEN ISLAND, NY 10311

NYC DEPARTMENT OF BUILDINGS  
66 JOHN STREET  
NEW YORK, NY 10038

NYC DEPARTMENT OF FINANCE  
66 JOHN STREET  
NEW YORK, NY 10038

NYC DEPARTMENT OF FINANCE  
66 JOHN STREET  
NEW YORK, NY 10038

SENECA INSURANCE COMPANY, INC.  
160 WATER STREET  
16TH FLOOR  
NEW YORK, NY 10038

SKW EAST VH LLC  
134 WEST 25TH STREET  
5TH FLOOR  
NEW YORK, NY 10001

UNILITE INSURANCE  
A DIVISIOOF HUB INTERNATIONAL  
WOODBURY, NY 11797

**United States Bankruptcy Court**  
**Southern District of New York**

In re **Second Phoenix Holding LLC**

Debtor(s)

Case No.  
Chapter

**11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Second Phoenix Holding LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Harlem Phoenix Realty Corporat**  
**216 East 125th Street**  
**New York, NY 10035**

**Kshel Realty Corp.**  
**216 East 125th Street**  
**New York, NY 10035**

None [*Check if applicable*]

January 3, 2018

Date

**/s/ Marc Stuart Goldberg**

**Marc Stuart Goldberg**

Signature of Attorney or Litigant

Counsel for Second Phoenix Holding LLC

**Marc Stuart Goldberg, LLC**

**670 White Plains Road**

**Suite 121**

**Scarsdale, NY 10583**

**914.725.8200 Fax:914.725.7724**

**mgoldberg@msglegal.com**

FILING RESOLUTION

The undersigned, the Sole Managing Member of Second Phoenix Holding LLC, a New York limited liability company, (the “Company”), does hereby certify that, on the 28<sup>th</sup> day of December, 2017, the following resolutions were adopted, and they have not been modified or rescinded, and are still in full force and effect:

“RESOLVED, that in the judgment of the Company, it is desirable and in the best interests of the Company, that its Managing Member be empowered to cause a petition under chapter 11 of the Bankruptcy Code to be filed by the Company on and after such date, and in the event, in their discretion, such action should become necessary for the protection of the Company and the preservation of its assets without further notice; and it is further

RESOLVED, that the Managing Member of the Company, be and he hereby is, authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which he may deem necessary or proper in connection with such proceedings under Chapter 11, and in that connection to retain and employ Marc Stuart Goldberg, LLC, and to retain and employ other legal counsel or other professionals which he may deem necessary or proper with a view to the successful conclusion of such reorganization case.”

IN WITNESS WHEREOF, I have hereunto set my hand, as of this 3<sup>rd</sup> day of January, 2018.

Second Phoenix Holding LLC

By: /s/ Evan Blum  
Evan Blum, Sole Managing Member

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-X

In re:

## SECOND PHOENIX HOLDING LLC

## Chapter 11 Case No.

Debtor.

-X

**LOCAL BANKRUPTCY RULE 1007 AFFIDAVIT**

EVAN BLUM, being first duly sworn, deposes and states:

1. I am the Managing Member of Second Phoenix Holding LLC ("Debtor"). I submit this affidavit pursuant to Rule 1007-2 of the Local Bankruptcy Rules of this Court.

2. There is no other or prior bankruptcy proceeding filed by or pending against Debtor.

3. Debtor is engaged in the business of owning real estate. One parcel, at 216 East 125<sup>th</sup> Street, New York, NY 10035 (“Parcel 1), is improved and is tenanted by Brown Meadow, Inc., d/b/a/ Demolition Depot, a related entity. One parcel, at 14 Second Avenue, New York, NY 10003 (Parcel 2), is unimproved land.

4. Debtor is voluntarily filing a chapter 11 petition as SKW EAST VH LLC (“SKW”), a lender that asserts a claim of in excess of the principal indebtedness owing to SKW,

to wit, in excess of twelve million (\$12,000,000.00) dollars secured by Parcel 1 and Parcel 2, and the equity of Debtor's equity holders, Harlem Phoenix Realty Corporation ("Harlem") and Kshel Realty Corp. ("Kshel"), entities that are simultaneously filing Chapter 11 cases in this Court, has sought to take control of Parcel 1 and parcel 2 by foreclosing against Harlem and Kshel, under Article 9 of the Uniform Commercial Code. No prior case has been filed by or against Debtor nor has a committee been organized prior to the filing of this case.

5. Being filed herewith is a list containing the names and addresses of Debtor's twenty (20) largest unsecured creditors, excluding insiders.

6. Being filed herewith is a list containing the names and addresses of Debtor's secured creditors, excluding insiders.

7. Being filed herewith is a Balance Sheet setting forth Debtor's assets and liabilities as of September 30, 2017.

8. Debtor is a privately held limited liability company. Harlem holds 47.58% of the equity of Debtor and Kshel holds 52.42% of the equity of Debtor. Evan Blum is the sole shareholder of Harlem and Kshel and is the Managing Member of Debtor.

9. No property of Debtor is in the control of a receiver, custodian, assignee of rents or any other third party.

10. Debtor's principal assets are located at 216 East 125<sup>th</sup> Street, New York, NY 10035 and 14 Second Avenue, New York, NY 10003.

11. To the best of my knowledge, Debtor is not a party to any litigation other than an action pending in the Supreme Court of the State of New York, New York County, bearing Index No. 160134/2017, entitled Second Phoenix Holding LLC, Harlem Phoenix Realty Corp. and

Kshel Realty Corp. against SKW EAST VH LLC (the “NYS Action”). The NYS Action seeks, amongst other relief, a stay enjoining SKW from selling the interests of Debtor’s equity holders at an Article 9 sale. Debtor has also commenced a proceeding against the City of New York for damages to its property at 216 East 125<sup>th</sup> Street, New York, NY 10035.

12. Debtor’s business is operated from the premises located at 216 East 125<sup>th</sup> Street, New York, NY 10035.

13. As above set forth, Evan Blum is the Managing Member of Debtor and is responsible for all facets of Debtor’s business.

14. Debtor desires to continue in the operation of its business and in the ownership and management of its property pursuant to the provisions of Chapter 11, Title 11 of the United States Code.

15. The estimated payroll to Debtor’s employees (exclusive of insiders) for the thirty (30) days following the filing is \$0.00

16. A schedule of the estimated cash receipts and disbursements, net cash gain or loss, obligations and receivables expected to accrue but remain unpaid, other than professional fees, for the thirty (30) days following the filing, is annexed hereto.

17. Debtor verily believes that under the aegis of the Bankruptcy Code it will be able to confirm a plan of reorganization.

/s/ Evan Blum  
Evan Blum  
Managing Member

Sworn to before me  
This 3<sup>rd</sup> day of January, 2018

/s/ Evelyn Gonzalez  
Notary Public, State of New York

Evelyn Gonzalez  
Notary Public, State of New York  
Registration No. 01G06331097  
Qualified in New York County  
Commission Expires 09/28/2019